



**NORFOLK  
SOUTHERN**

Norfolk Southern Corporation  
Law Department  
Three Commercial Place  
Norfolk, Virginia 23510-2191

J. Gary Lane  
General Counsel - Corporate

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June 13, 1996

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
12th and Constitution Avenue, N.W.  
Washington, D. C. 20423

Dear Mr. Williams:

In accordance with 49 U.S.C. § 11303 and the Board's Rules, I submit herewith for recording with the Board three (3) counterparts, properly executed and acknowledged, of the document described below.

This document is a Release and Satisfaction and Bill of Sale, a secondary document, dated as of May 28, 1996. The primary document to which this is connected is recorded under Recordation No. 12846.

The names and addresses of the parties to the secondary document are as follows:

LESSOR/TRUSTEE: First Trust of New York, National  
Association (successor to Morgan  
Guaranty Trust Company of New York)  
100 Wall Street  
New York, NY 10005

LESSEE/GUARANTOR: Norfolk Southern Railway Company  
(formerly Southern Railway Company)  
Three Commercial Place  
Norfolk, VA 23510

The equipment originally covered by the primary document to which this is connected is generally described as follows:

| <u>Number<br/>of<br/>Units</u> | <u>General<br/>Description</u>        | <u>AAR<br/>Symbol</u> | <u>Railroad's<br/>Road Numbers<br/>(both inclusive)</u> |
|--------------------------------|---------------------------------------|-----------------------|---|
| 6                              | B-36-7 Diesel-Electric<br>Locomotives | B-B                   | 3815-3820   |

12846-H

JUL - 1 1996 - 8 14 PM

STATE OF VIRGINIA

JUL 1 3 08 PM '96

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

|     |                                       |     |               |
|-----|---------------------------------------|-----|---------------|
| 10  | B-23-7 Diesel-Electric<br>Locomotives | B-B | 3990-3999     |
| 150 | Open Top Hopper Cars                  | HT  | 105000-105149 |
| 300 | Open Top Hopper Cars                  | HT  | 351862-352161 |
| 212 | Pulpwood Cars                         | LO  | 142260-142471 |

A fee of \$21.00 is enclosed. Please return two of the original counterparts, stamped with the Board's recordation data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510.

A short summary of the document to appear in the index follows:

Release and Satisfaction and Bill of Sale dated May 28, 1996, to terminate Equipment Trust Agreement with Recordation No. 12846, dated April 15, 1981, and covering 6 locomotives numbered 3815-3820, 10 locomotives numbered 3990-3999, 150 open top hopper cars numbered 105000-105149, 300 open top hopper cars numbered 351862-352161, and 212 pulpwood cars numbered 142260-142471, all inclusive.

Very truly yours,



J. Gary Lane

jgl  
encl.

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

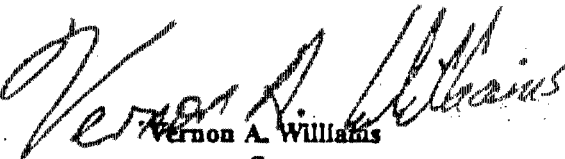
7/1/96

J. Gary Lane  
General Counsel-Corporate  
Norfolk Southern Corporation  
Law Department  
Three Commercial Place  
Norfolk, VA., 23510-2191

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/1/96 at 3:15PM, and assigned recordation number(s). 12846-H.

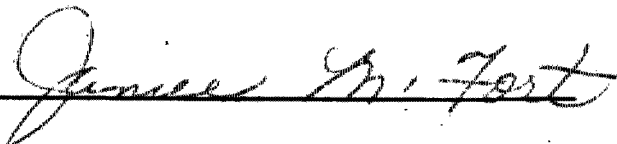
Sincerely yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 21.00 . The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



SOUTHERN RAILWAY EQUIPMENT TRUST  
No. 2 of 1981

12846 H

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RELEASE AND SATISFACTION AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that First Trust of New York, National Association (successor to Morgan Guaranty Trust Company of New York) (the "Trustee"), as trustee under an Equipment Trust Agreement dated as of April 15, 1981, as supplemented (the "Agreement"), between the Trustee and Norfolk Southern Railway Company (formerly named Southern Railway Company) (the "Railroad"), establishing Southern Railway Equipment Trust No. 2 of 1981 (the "Equipment Trust"), hereby certifies that all of the principal of the 13-1/4% Equipment Trust Certificates and any dividend warrants attached thereto issued under said Agreement have been fully paid or payment duly provided for, and that all of the obligations of the Railroad under the Agreement have been fully complied with and performed.

WHEREFORE, in consideration of \$1.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Trustee hereby declares the Agreement to be satisfied and canceled, consents that the same be discharged of record, hereby sells, assigns, conveys, transfers, sets over, releases and quitclaims unto the Railroad, its successors and assigns, as its and their absolute property, without warranty or guaranty of any kind express or implied, all of the Trustee's right, title and interest in and to the railroad equipment of every character described in the Agreement, without any representation as to the present existence or condition of said equipment or whether it is now in the possession of the Railroad.

IN WITNESS WHEREOF, the Trustee has caused its name to be signed hereto by one of its authorized officers under its corporate seal, this 28th day of May, 1996.

FIRST TRUST OF NEW YORK, NATIONAL  
ASSOCIATION, as Trustee

By: Paul J. Kilham  
Title: Vice President

ATTEST:

Alfina Monestra  
Title: Assistant Vice President

STATE OF *New York* )  
COUNTY OF *New York* )

On this *28<sup>th</sup>* day of *May*, 1996, before me,  
a Notary Public, personally appeared *Frank J. Gillhaus*,  
to me personally known, who, being by me duly sworn, says he is a  
**Vice President** of First Trust of New York,  
National Association, that the seal affixed to the foregoing  
instrument is the corporate seal of said corporation, that said  
instrument was signed and sealed on behalf of said corporation by  
authority of its Board of Directors, and he acknowledged that the  
execution of the foregoing instrument was the free act and deed  
of said corporation.

*Christine M. Bastone*  
Notary Public

My commission expires:

CHRISTINE M. BASTONE  
NOTARY PUBLIC, State of New York  
No. 01BA5048106  
Qualified in Richmond County  
Commission Expires August 14, 19*97*